

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORPORATION and LAW DEBENTURE TRUST COMPANY OF NEW YORK,	Plaintiffs,	v.	C.A. No. 04-1494-JJF
NORTHWESTERN CORPORATION,	Defendant.		
MAGTEN ASSET MANAGEMENT CORPORATION,	Plaintiff,	v.	
PAUL HASTINGS JANOFSKY & WALKER, LLP,	Defendant.		C.A. No. 04-1256-JJF
MAGTEN ASSET MANAGEMENT CORPORATION,	Plaintiff,	v.	C.A. No. 05-0499-JJF
MIKE J. HANSON and ERNIE J. KNDT,	Defendants.		

**DECLARATION OF AVERY SAMET IN SUPPORT OF OPPOSITION OF PLAINTIFFS MAGTEN ASSET MANAGEMENT CORPORATION AND LAW DEBENTURE TRUST COMPANY OF NEW YORK TO NORTHWESTERN CORPORATION'S MOTION FOR A PROTECTIVE ORDER AND JOINDER OF PAUL HASTINGS JANOFSKY & WALKER LLP THERETO**

I, Avery Samet, hereby declare as follows:

1. I am an attorney with the firm Storch Amini Munves PC, counsel to Magten Asset Management Corporation ("Magten") in connection with the above captioned case no. 04-1256. I submit this declaration in support of the opposition of Magten and Law Debenture Trust Company of New York ("Law Debenture," and together with Magten, the "Plaintiffs") in opposition (the "Opposition") to NorthWestern Corporation's ("NorthWestern") motion for a protective order (the "Motion for Protective Order")<sup>1</sup> and joinder of Paul Hastings Janofsky & Walker LLP ("Paul Hastings") thereto.

2. Attached hereto as Exhibit A is a true and correct copy of the Under Advisement Decision re: Motion to Dismiss, entered by the Bankruptcy Court on August 20, 2004 [04-53324 Bankr. Docket No. 25].

3. Attached hereto as Exhibit B is a true and correct copy of Plaintiffs' First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC (f/k/a/ NorthWestern Energy LLC) to NorthWestern Corporation, filed with the Bankruptcy Court on October 4, 2004 [04-53324 Bankr. Docket No. 27].

4. Attached hereto as Exhibit C is a true and correct copy of NorthWestern's press release dated April 16, 2003 entitled "NorthWestern Corporation Reports 2002 Financial Results: Company Reports Loss of \$892.8 Million for Full-Year 2002 Update Provided on Turnaround Plan."

5. Attached hereto as Exhibit D is a true and correct copy of the relevant pages of the Opening Brief of Defendants Bank of New York and The Bank of New York (Delaware) in Support of Their Motion to Dismiss, dated May 27, 2005, filed with the Delaware Chancery Court, C.A. No. 1219-N.

6. Attached hereto as Exhibit E is a true and correct copy of the relevant pages of the transcript from the hearing held before the Hon. Leo E. Strine, Jr., Vice Chancellor,

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<sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Opposition to the Motion for Protective Order.

Delaware Chancery Court, regarding Defendants Bank of New York and The Bank of New York (Delaware) Motion to Dismiss Magten's complaint, C.A. No. 1219-N.

7. Attached hereto as Exhibit F are copies of NorthWestern's Officer Certificate, dated November 15, 2002, and Paul Hastings' Certification, dated November 15, 2002, opining that the Transfer complies with Articles 11 and 12 of the QUIPS' indenture. These documents were produced by BNY in connection with their Motion to Dismiss Magten's complaint in the action in Delaware Chancery Court, C.A. No. 1219-N.

8. Attached hereto as Exhibit G is a true and correct copy of the relevant pages of the transcript of the status conference held before this Court on October 21, 2005.

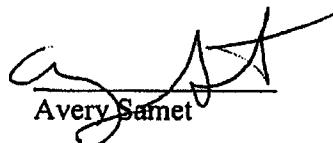
9. Attached hereto as Exhibit H is a true and correct copy of the Complaint and Demand for Jury Trial filed by Magten against Mike J. Hanson and Ernie J. Kindt, on April 19, 2004 with the United States District Court for the District of Montana, Butte Division.

10. Attached hereto as Exhibit I is a true and correct copy of the Complaint and Demand for Jury Trial filed by Magten against Paul Hastings, on May 20, 2004 with the Montana Second Judicial District Court, Silver Bow County.

11. Attached hereto as Exhibit J is a true and correct copy of the Bankruptcy Court's Memorandum Decision denying Magten's motion to disqualify Paul Hastings, entered on July, 23, 2004.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 13, 2006



Avery Samet

**CERTIFICATE OF SERVICE**

I hereby certify that on this 13th day of February, 2006, I electronically filed the **Declaration of Avery Samet in Support of Opposition of Plaintiffs Magten Asset Management Corporation and Law Debenture Trust Company of New York to Northwestern Corporation's Motion for a Protective Order and Joinder of Paul Hastings Janofsky &\* Walker LLP Thereto** using CM/ECF which will send notification of such filing(s) to the following:

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I also certify that, on this 13<sup>th</sup> day of February, 2006, I served the aforementioned document, by e-mail and Federal Express, upon the following non-registered participants:

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